

RECORDATION NO. 21948 FILED

JAN 8 '99

11-10AM

DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

January 5, 1999

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Master Lease dated December 15, 1998 between the following parties:

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Lessee: Ohio Central Railroad  
136 South 5<sup>th</sup> Street  
Coshocton, OH 43812

Please see Exhibit A, as set forth in the document of the equipment involved in this transaction.

Please file this agreement as a primary document, the fee of \$26.00 is included on the enclosed check No. 453161.

Sincerely,

THE DAVID J. JOSEPH COMPANY

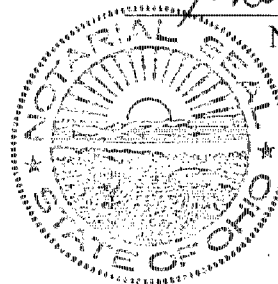
Shelley B. Bacon  
Contract Assistant

Enclosures

**CERTIFICATE**

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Shelley B. Bacon  
Notary Public



SHELLEY B. BACON  
Notary Public, State of Ohio  
My Commission Expires July 22, 2002

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001


OFFICE OF THE SECRETARY

Shelley B. Bacon  
The David J. Joseph Compny  
300 Pike Street  
Cincinnati, Ohio 45201-1078

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 1/8/99 at 11:10AM, and  
assigned recordation numbers (s): 21948, 21701-A, and 21701-B.

Sincerely Yours,

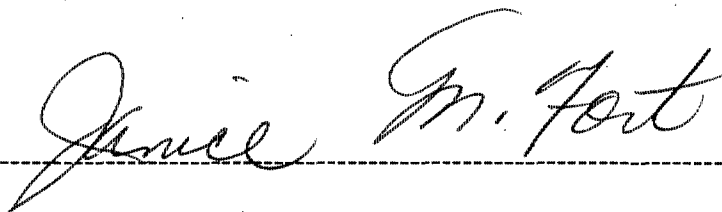
  
Vernon A. Williams

Enclosure(s) (3)

78.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JAN 8 '99

11-10AM

**MEMORANDUM OF  
RAILROAD EQUIPMENT MASTER LEASE**

This **MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE** ("Memorandum of Lease") entered into this 15th day of December, 1998, is intended to evidence the lease dated as of December 15, 1998 (the "Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD**, an Ohio corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the forty (40) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

**DJJ TRANSPORTATION SERVICES, INC.**

By: Paul E. Loebig

Name: Paul E. Loebig

Title: Vice President

Date: December 15, 1998

By: William A. Strawn II

Name: WILLIAM A. STRAWN II

Title: PRESIDENT

Date: DECEMBER 17, 1998

## **EXHIBIT A**

To the Memorandum of Lease dated December 15, 1998, between DJJ Transportation Services, Inc. and Ohio Central Railroad.

### **DESCRIPTION OF UNITS**

Forty (40) railcars bearing reporting marks as follows:

OHCR 6001-6040, inclusive.